

**SCOTTISH AMBULANCE SERVICE BOARD**  
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**PART I: INTERPRETATION**

In the Standing Orders unless the context otherwise requires:

- (a) "Special Health Board" means The Scottish Ambulance Service Board.
- (b) "Ministerial appointment" means Ministerial appointment for Scotland.
- (c) "Department" means Scottish Government - Health Department.
- (d) "Board" means the Board of Directors of the Scottish Ambulance Service Board.
- (e) "Director" means an Executive or Non-Executive member of the Board, and does not include the Chairman.
- (f) "Chairman" means the Chairman of the Board.
- (g) An expression which is defined in the Health Service Acts shall have the same meaning as in those Acts.
- (h) "Initiating Officer" means a member of staff of the Special Health Board authorised to extend invitation or invitations to an individual, firm, or company to tender and or quote for the supply of goods and services.
- (i) "Strictly confidential" in connection with tendering and contract procedures means that the contents of a tender or quotation or amending documents must not be communicated to anyone who does not need to know in the ordinary course of his duties.
- (j) All references in these Standing Orders to the masculine gender shall be equally applicable to the feminine gender.

The Chairman shall be the final authority on the interpretation of these Standing Orders.

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### **PART II: CONSTITUTION AND MEMBERSHIP**

#### **1 NAME OF SPECIAL HEALTH BOARD**

- 1.1 The Special Health Board shall be called The Scottish Ambulance Service Board.

#### **2 NATURE AND FUNCTIONS OF THE SPECIAL HEALTH BOARD**

- 2.1 The Special Health Board is established for the purposes specified in the National Health Service (Scotland) Act 1978 and the Scottish Ambulance Service Board for Scotland Order 1999.
- 2.2 The Special Health Board's functions (which include functions which the Ministerial appointment considers appropriate in relation to the provision of services by the Special Health Board for one or more Health Boards shall be:
- a. to provide emergency, non emergency and air ambulance services across all parts of mainland Scotland and the Islands, providing appropriate care as required and transport to a treatment centre if necessary;
  - b. to provide other such services, relating to the provision of care, as can reasonably be carried out in conjunction with the management of ambulance and associated transport services.

#### **3 OPERATIONAL AND ACCOUNTING DATE OF THE SPECIAL HEALTH BOARD**

- 3.1 The operational date of the Special Health Board shall be 1 April 1999.
- 3.2 The accounting date of the Special Health Board shall be 31 March.

#### **4 MEMBERSHIP**

- 4.1 The Special Health Board shall have, in addition to the Chairman, up to eight Non-Executive Directors and five Executive Directors. The Chair may appoint a deputy Chair after discussion with the Non-Executive Directors and other Board members as appropriate.
- 4.2 The Executive Directors of the Special Health Board shall include:
- a. the Chief Executive Officer;
  - b. the Finance Director;
- 4.3 All Board members shall be appointed by the Ministerial appointment.

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- 4.4 The appointment of the Chief Executive and other Executive Directors shall be in accordance with Standing Orders 22 and 23.
- 4.5 The tenure, suspension, eligibility for re-appointment, disqualification and cessation of appointment as Chairman and Non-Executive Directors shall be pursuant to the National Health Service (Scotland) Act 1978 and The Health Board (Membership and Procedure) (No.2) Regulations 1991 (S.I. 1991/809 as amended by S.I. 1993/1615).

## **5 DECLARATION OF INTERESTS AND REGISTER OF INTEREST**

- 5.1 The Chairman, Chief Executive, Executive and Non-Executive Directors and other senior officers of the Special Health Board, shall, on their appointment, or within 4 weeks of a change occurring, declare external interests which are relevant and material to the business of the Board. Other senior officers shall be taken to be direct reports to the Chief Executive or direct reports to his direct reports.
- 5.2 Relevant and material interests shall include:
- a. directorships, including non-executive directorship held in private companies or PLCs;
  - b. ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the National Health Service;
  - c. majority or controlling share-holdings in organisations likely or possibly seeking to do business with the National Health Service;
  - d. a position of authority in a charity or voluntary body in the field of health and social care;
  - e. any connection with a voluntary or other body contracting for National Health Service services.
- 5.3 Directorships of companies likely or possibly seeking to do business with the Board shall be disclosed in the Special Health Board's Annual Report.
- 5.4 A Register of Interests shall be maintained by the Board Secretary and shall be available for inspection at the Special Health Board Headquarters by the public on request. The Register shall be kept up to date by means of an annual review and its existence disclosed in the Annual Report. The Register shall be brought to the attention of the Special Health Board's internal and external auditors by the Board Secretary.
- 5.5 If Directors or Senior Officers have any doubt about the relevance of an interest, this shall be discussed with the Chairman.

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**PART III: MEETINGS**

**6 CALLING MEETINGS**

- 6.1 The Chairman may call a Board Meeting at any time. There will be at least six Board Meetings per financial year. All Board Meetings will be held in public. Notices informing the public of these meetings will be placed in the media seven days in advance of the meeting. Items of a personal or commercial nature may be held in private at the discretion of the Chairman.
- 6.2 The Chairman shall call a Board Meeting after a requisition for that purpose, signed by at least one third of the whole number of Directors. If the Chairman does not call a meeting within 7 days after such requisition has been presented to him, such one-third or more members may forthwith call a meeting.
- 6.3 Not less than once a year the Special Health Board shall hold a public meeting at which its audited accounts and annual report and any report on the accounts shall be presented.

**7 FREQUENCY OF MEETINGS**

- 7.1 Ordinary Board Meetings shall be held at regular intervals at such times and places as the Board may determine.

**8 NOTICE OF MEETINGS**

- 8.1 Before each Board Meeting a notice of the meeting specifying the business proposed to be transacted thereat (including any supporting papers), signed by the Chairman or by an officer of the Special Health Board authorised by the Chairman to sign on his behalf, shall be sent electronically to each Director (using the e-mail address provided by the Director). On the same day a hard copy of the notice, agenda and papers will be sent by First Class Mail to the usual place of residence of such Director. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom. At the discretion of the Chairman, urgent items will be added to the Agenda, provided the proposal is made to the Chairman before the start of the meeting.
- 8.2 Lack of service of such notice on any Director shall not affect the validity of the meeting.
- 8.3 In the case of a meeting called by Directors in default of the Chairman, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than specified in the notice.

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**9 NOTICE OF PROPOSAL**

- 9.1 A Director of the Board desiring to move a proposal shall send a notice thereof at least ten clear days before the meeting to the Chairman or his nominated officer, who shall insert in the agenda for the meeting all valid notices so received. This Standing Order is subject to the provision of Standing Order 13 and shall not prevent any proposal being withdrawn or moved, without notice, on any business mentioned on the agenda for the meeting.

**10 RECORD OF ATTENDANCE**

- 10.1 The names of Directors present at a meeting of the Board shall be recorded in the Minute of the meeting.

**11 CHAIRMAN OF MEETINGS**

- 11.1 At any Board Meeting the Chairman shall preside. If the Chairman is not present at the time of holding the meeting or is unwilling to preside, the Directors present shall elect from among themselves a non-executive member to act as Chairperson for that meeting. This arrangement will equally apply to sub-committees of the Board.

**12 QUORUM**

- 12.1 The quorum necessary for the transaction of the business of Board Meetings shall be 50% of Directors. Only a meeting with a majority of Non-Executive Directors will be quorate.

**13 PROPOSALS**

- 13.1 The mover of any proposal shall have a right of reply at the close of any discussion on the proposal or any amendment thereto.
- 13.2 When a proposal is under discussion or is immediately about to be discussed, it shall be open to any Director to move:
- a. an amendment to the proposal;
  - b. the appointment of an ad-hoc committee to deal with a specific item of business;
  - c. the adjournment of the discussion or of the meeting;
  - d. that the meeting proceeds to the next business;
  - e. that the proposal be put immediately.

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Such a proposal, if seconded, shall be disposed of before the proposal which was originally under discussion or about to be discussed. In the case of proposals under (b), (c), (d) and (e) there shall be no discussion prior to a vote.

### **14 PROPOSAL TO RESCIND A RESOLUTION**

- 14.1 Notice of a proposal to rescind any resolution, or the general substance of any resolution, which has been passed within the preceding six calendar months shall bear the signature of three other Directors. When any such proposal has been disposed of at any meeting of the Board, no Director other than the Chairman may propose a proposal to the same effect within six months of that meeting.

### **15 CONDUCT OF MEETINGS**

- 15.1 Subject to the provision of these Standing Orders, the decision of the Chairman of the meeting on the agenda for the meeting and its conduct on questions of order, relevance and regularity and his interpretation of these Standing Orders shall be final.

### **16 VOTING**

- 16.1 Subject to Standing Order 50 every question at a meeting of the Board shall be determined by a majority of the votes of the Directors present and voting on that question. The Chairman of the meeting may vote and in the case of equality of votes, shall have a casting vote.
- 16.2 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands:
- a. provided that, upon any questions, a paper ballot may be taken at the direction of the Chairman of the meeting, or;
  - b. consequent upon a proposal to that effect being duly proposed, seconded and carried.
- 16.3 If a majority of Directors present at the meeting so requests, the voting on any question shall be recorded so as to show how each Director present voted or did not vote.
- 16.4 If a Director so requests, his vote shall be recorded by name.
- 16.5 Absent Directors shall not vote by proxy.

### **17 MINUTES**

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17.1 The Minutes of all proceedings at meetings of the Board and or of committees of the Board shall be drawn up within ten days and kept as records. These shall be submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding thereat. The Minutes shall include the names of the Directors present. Where a Member is not present for the whole meeting this shall also be recorded.

### **18 INTEREST OF MEMBERS IN CONTRACTS AND OTHER MATTERS**

18.1 Subject to the following provisions of this Standing Order and Standing Order 5, if the Chairman or any Director has any pecuniary interest, direct or indirect, in any contract, proposed contract, or other matter and is present at a meeting of the Special Health Board at which the contract or other matter is the subject of consideration, he shall, at the meeting and as soon as practicable after its commencement disclose the fact. The Board member concerned shall withdraw from the meeting and play no part in the relevant discussion or decision.

18.2 The Ministerial appointment may, subject to such conditions as he may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears in the interests of the National Health Service that the disability shall be removed.

18.3 Any remuneration, compensation or allowance payable to a Chairman or other Non-Executive Director by virtue of the National Health Service and Community Care Act 1990, shall not be treated as a pecuniary interest for the purpose of this Standing Order.

18.4 For the purpose of this Standing Order, but not by way of limitation of the generality of paragraph 18.1, and subject to paragraph 18.2, the Chairman or a Director shall be treated as having an indirect pecuniary interest in a contract, proposed contract or other matter, if:

- a. he, or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration, or;
- b. he is a partner or is in the employment of a person with whom the contract is made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

In the case of two persons closely related, the interest of one shall, if known to the other, be deemed for the purpose of this Standing Order to be also an interest of the other.

For the purposes of this paragraph, two persons shall be deemed to be closely related if they are husband and wife or living together as such or if

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either of the two or the spouse of either of them is the son or daughter or grandson or granddaughter or brother or sister or nephew or niece of the other or of the spouse of the other or the adopted relative of the other within the same degree.

18.5 For the purpose of this Standing Order but not by way of limitation of the generality of paragraph 18.1, a person shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason of:

- a. his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;
- b. an interest in any company, body or person with which he is connected as mentioned in paragraph 18.4 of this Standing Order which is so remote or insignificant that it cannot reasonably be regarded as likely to influence as member in the consideration or discussion of or voting on, any question with respect to that contract or matter.

18.6 Where the Chairman or a Director:

- a. has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and;
- b. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and;
- c. if the share capital is of more than one class, the beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

this Standing Order shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice, however, to his duty to disclose his interest.

## **19 ATTENDANCE AT MEETINGS**

19.1 If the Chairman or a Non-Executive Director of the Board has not attended a meeting of the Board for a period of 6 months continuously, the Ministerial appointment shall forthwith terminate his tenure of office, unless he is satisfied that:

- a. the absence was due to a reasonable cause; and
- b. the Chairman or Non-Executive Director shall be able to attend meetings of the Board within such period as the Ministerial appointment considers reasonable.

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### **20 TRAINING AND DEVELOPMENT OF MEMBERS**

- 20.1 The Chairman of the Board is responsible for ensuring that all executive and non-executive Members make a full contribution to the Board's affairs and shall, in consequence, determine the training and development needs of Members and ensure that any gaps in behaviour, knowledge or experience are resolved.

### **21 SUSPENSION AND DISQUALIFICATION OF MEMBERS**

- 21.1 Any member disregarding the authority of the Chairman or who obstructs the meeting or conducts himself offensively shall be suspended for the remainder of the meeting if a motion (which shall be determined without discussion) for his/her suspension is carried. Any member so suspended shall forthwith leave the meeting and shall not, without the consent of the meeting, return. If a person so suspended refuses, when required by the Chairman to leave the meeting, he may immediately be removed from the meeting by any person authorised by the Chairman to do so.

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**PART IV: COMMITTEES**

**22 COMMITTEE FOR APPOINTING CHIEF EXECUTIVE**

- 22.1 The Board shall appoint a committee, whose members shall include the Chairman and some or all of the Non-Executive Directors of the Special Health Board. This Committee will determine the process to be used and operate that process to identify a candidate to recommend to the Board. The appointment will be made by all the Non-Executive Directors who will take account of the recommendations of the Committee. .

**23 COMMITTEE FOR APPOINTING EXECUTIVE DIRECTORS OTHER THAN THE CHIEF EXECUTIVE**

- 23.1 The Board shall appoint a committee, whose members shall include the Chairman, some or all of the Non-Executive Directors and the Chief Executive, to appoint the Executive Directors of the Special Health Board other than the Chief Executive. The appointment will be confirmed by the Board before the appointment is finalised.  
[Note: while the Committees referred to at 23.1 and 22.1 above are responsible for the processes for the appointments to the Scottish Ambulance Service, it is the Ministerial appointment who appoints all Directors (both Non Executive and Executive) as members of the Board of the Scottish Ambulance Service]

**24 COMMITTEE TO INVESTIGATE A COMPLAINT INVOLVING THE CHIEF EXECUTIVE OR AN EXECUTIVE DIRECTOR**

Where, in the case of the Chief Executive or any Executive Director of the Service, disciplinary investigation becomes necessary, the Board shall set up a short term committee which will be chaired by the Chairman of the Board and whose membership will be confined to Non Executive Directors. If the investigation concerns an Executive Director, other than the Chief Executive, the Chief Executive may be co-opted.

The Board, in setting up the short term committee and in considering how any investigation will be taken forward, will have regard to the rights of the officer complained against, particularly in relation to any possible appeal against a final warning or a recommendation for dismissal.

The committee will oversee all the necessary and appropriate investigation and / or disciplinary processes and will have the power to authorise whatever review and / or investigation is considered to be necessary. The committee may instruct any officer of the Service or may ask any outside person or persons to assist and will, in due course, reach conclusions and make recommendations accordingly to the Board.

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For Executive Directors the following procedure is suggested although the committee, taking into account the specific circumstances of the complaint may vary the procedure to ensure appropriate and fair arrangements in each case.

### **For Formal Warnings**

- Warning given by Chief Executive
- Appeal heard by Non Executive Directors

### **For Recommendation for Dismissal**

- Heard by the Chairman and Non Executives Directors
- There would be no internal appeal.

## **25 AUDIT COMMITTEE**

### **25.1 Purpose of the Audit Committee**

The Board shall appoint an Audit Committee to provide an independent and objective review of the effectiveness of the Special Health Board's internal control systems, the financial information used by the Special Health Board and compliance with law, National Health Service guidance, Codes of Conduct, the Special Health Board's Standing Orders, Standing Financial Instructions and financial procedures. The duties of the Audit Committee shall be to:

- a. review and approve the internal audit strategy and plan;
- b. receive a report at each of its meetings from the Chief Internal Auditor on audit reports completed and management's response to them;
- c. review the annual report of the Chief Internal Auditor before presentation to the Board;
- d. review the external audit strategy and plan with the External Auditor before the external audit commences and the extent of the reliance to be placed on internal audit;
- e. discuss problems and reservations arising from the External Auditor's work, and any matters the External Auditor may wish to discuss (in the absence of Executive Directors and other management where necessary);
- f. review the External Auditor's management letter and management's response;
- g. regularly review the operational effectiveness of internal audit;
- h. review the Board's system of internal control;
- i. evaluate the control environment
- j. evaluate the decision making processes

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- k. consider the content of any report involving the Special Health Board issued by the Audit Committee of the Scottish Parliament or the Auditor General and review management's proposed response before presentation to the Board for agreement to ensure improvements can be realised;
- l. review proposed changes to the Special Health Board's Standing Orders and Standing Financial Instructions;
- m. examine the circumstances associated with each occasion when Standing Orders are waived;
- n. review schedules of losses and compensation payments and make recommendations to the Board on proposed write-offs requiring the approval of the Scottish Government - Health Directorate;
- o. In accordance with MEL(1999)14 ensure that the Special Health Board has the relevant controls in place and provide appropriate assurances to Directors which shall allow them to sign the required Statement of Internal Financial;
- p. monitor the implementation of standards of business conduct for members and staff;
- q. approve changes in accounting policies; and
- r. consider the Board's annual accounts and endowment accounts.

### 25.2 Chair and Membership of Audit Committee

The Audit Committee shall comprise four Non-Executive Directors, appointed by the Board.

The Board shall appoint a Chairman of the Committee from the Non-Executive Directors appointed to it. The Chairman of the Board shall not be a member but shall have the right to attend meetings. The Chief Executive, Finance Director and other Directors of the Board shall also have the right to attend. The Audit Committee may require any Director or officer of the Special Health Board to attend any of its meetings. The Chief Internal Auditor and the External Auditor shall normally attend meetings. The Chairman of the Audit Committee shall bring to the attention of the Board any ultra vires transactions or improper acts. Exceptionally, the matter may need to be referred to the Scottish Government - Health Directorate.

### 25.3 Requirements for being quorate for the Audit Committee

A quorum shall be three members of the committee.

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25.4 Meetings of the Audit Committee

The Audit Committee shall meet at least quarterly and Minutes of their proceedings shall be considered by the Board at its next meeting.

25.5 Authority of the Audit Committee

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee; all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain external legal or other professional advice and to secure attendance of outsiders with relevant experience and expertise if it considers this necessary.

**26 STAFF GOVERNANCE AND REMUNERATION COMMITTEE**

26.1 Purpose of Staff Governance and Remuneration Committee

A Staff Governance and Remuneration Committee shall be established to have responsibility, on behalf of the Board, for ensuring that there is effective monitoring of the machinery for effective staff governance within the Service.

26.2 Chair and Membership of the Staff Governance and Remuneration Committee

The Committee shall comprise:-

1. the Employee Director as Chairman;
2. three other Non Executive Directors or the Chairman of the Board, appointed by the Board; and
3. two lay representatives from the trade unions (acting in an *ex officio* capacity), nominated by the National Partnership Forum.

The Director of Human Resources will routinely attend meetings; the Chief Executive and other Directors may be invited to attend the Committee as appropriate.

26.3 Requirements for being quorate for the Staff Governance and Remuneration Committee

A quorum shall be three Non-Executive members of the committee.

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### 26.4 Meetings of the Staff Governance and Remuneration Committee

The Committee will meet at least four times a year and shall report back to the subsequent Board meeting what it has been considering and the basis of its conclusions.

## **THE REMUNERATION COMMITTEE**

### 26.5 Purpose of the Remuneration Committee

The Remuneration Committee shall be a sub-committee of the Staff Governance and Remuneration Committee and will ensure that the Chief Executive, Executive Directors and senior managers of the Service are fairly treated and appropriately rewarded, taking into account of individual contracts, job descriptions, terms of reference, performance in the post, appointments (subject to paragraphs 22 and 23), national agreements and advice and guidelines and instructions issued by the Health Directorate. It will also oversee the remuneration of all members of staff. Details of the responsibilities of this Committee and how it will deal with them are included in the Committee's separate Terms of Reference.

### 26.6 Chair and Membership of the Remuneration Committee

The Committee shall comprise the Chairman of the Board (Chairman) plus at least three Non Executive Directors, appointed by the Board.

The Chief Executive, Director of Human Resources and other Directors of the Board may be invited to attend the meeting of the Committee but shall not be present when their own remuneration and terms of service are being discussed, but may attend meetings of the Committee to discuss other officers' terms.

### 26.7 Meetings of the Remuneration Committee

The Committee shall meet at least twice a year and shall report back to the subsequent Board meeting what it has been considering and the basis of its conclusions.

Meetings will be called by the Chairman but, exceptionally, by the Non Executive Director members of the Committee (other than the Chairman) provided they all agree on such action.

### 26.8 Requirements to be quorate for the Remuneration Committee

A quorum shall be three members of the committee.

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### **27 CLINICAL GOVERNANCE COMMITTEE**

#### **27.1 Purpose of the Clinical Governance Committee**

The Clinical Governance Committee shall be responsible for oversight of the clinical governance of the Special Health Board so as to assure the Board that the arrangements are working and to bring to the attention of the Board regular reports on the operation of the system and specific reports on any problems that emerge. A section on clinical quality will feature in the Board's Annual Report.

The Committee will monitor;

- a) The delivery of quality clinical care being provided in the service;
- b) The procedures in place for effective clinical practice;
- c) Measured performance against those procedures;
- d) The arrangements and achievement of continuous professional development;
- e) Clinical complaints and commendations and the learning therefrom;
- f) The reporting of critical clinical incidents;
- g) The arrangements for clinical risk management and patient safety;
- h) The Service's programme of clinical audit;
- i) The Services clinical research and development programme;

#### **27.2 Chair and Membership of the Clinical Governance Committee**

The Clinical Governance Committee shall report to the Board. It will consist of four Non-Executive Directors, one of which shall be appointed by the Board to be the Committee Chairman. The Committee shall have the power to co-opt up to two additional members from out with the Board.

Non Executive members of the Committee are accountable to the Board for the decisions of the Committee.

The Chairman of the Board shall not be a member but shall have the right to attend meetings. Other Directors of the Board shall also have the right to attend. The committee may require any Director or officer of the Scottish Ambulance Service to attend any of its meetings.

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The Chief Executive and Directors shall not be members of the Committee but they shall all attend meetings as required. When appropriate, other officers of the Service will attend.

### 27.3 Requirements to be quorate for the Clinical Governance Committee

A quorum shall be three Non-Executive members of the committee.

### 27.4 Meetings of the Clinical Governance Committee

The Committee shall meet at least quarterly. A rolling agenda will detail items due to be presented to the committee on a regular basis. The Committee will report regularly to the Board.

## **28 GROUP LIFE ASSURANCE SUB COMMITTEE**

**28.1** All Board members are Trustees of the above scheme. A sub-committee shall be appointed to review claims against the scheme. At least two Board members shall be a member of the sub-committee, one of them shall be its chair. The sub-committee shall make written recommendations to the Board.

## **29 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

29.1 Subject to Standing Orders 22, 23, 24, 25, 26 and 27 the Board may appoint sub-committees consisting of such Directors and such persons as it thinks fit provided that the number of such persons does not exceed a minority of the quorum of meetings of the sub-committees. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report on acts and proceedings to the Board as soon as it is reasonably practicable.

29.2 These Standing Orders as far as applicable and subject to appropriate variation shall apply to meetings of any committees and sub-committees established by the Board.

## **30 ANNUAL REPORT**

30.1 Publication of the information in the Annual Report shall be in accordance with guidance issued by the Scottish Government Health Department in October 2007.

## **31 ANNUAL ACCOUNTS**

31.1 The Board shall produce a set of Annual Accounts in accordance with the requirements issued by the Scottish Government - Health Directorate.

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**PART V: TENDERING AND CONTRACTING PROCEDURES**

**32 DUTY TO COMPLY WITH STANDING ORDERS & DIRECTORATE GUIDANCE**

- 32.1 The procedure for making all contracts by or on behalf of the Scottish Ambulance Service shall comply with these Standing Orders.
- 32.2 Nothing in these Standing Orders shall override any requirement to comply with Scottish Government Health Directorate mandatory instructions, or changes in procurement related legislation which may come into force from time to time.
- 32.3 Due account of the guidance given in the Capital Investment Manual, Estates code and other policy manuals (see paragraphs 1 and 2), as issued by the Directorate, shall be taken when interpreting these Standing Orders.
- 32.4 It is essential that all persons involved in the issuing, receipt and evaluation of tenders and quotations maintain fairness, transparency and openness in their dealings.

**33 THE PROCUREMENT PROCESS**

- 33.1 The process for awarding all contracts must comply with relevant legislation, such as the Public Procurement (Scotland) Regulations 2006, and any other legislation that may be pertinent such as equality legislation, health and safety legislation and environmental legislation.
- 33.2 The procurement processes that must be followed are set out in detail in the Standing Financial Instructions.

**34 DISPOSALS**

- 34.1 The maximum value of freely available assets by the Scottish Ambulance Service for the purpose of paragraph 6 (2) (d) of Schedule 2 to the Act shall be £500,000. The authority of the Ministerial appointment is required for disposals in excess of this sum.

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**PART VI: STAFF APPOINTMENTS**

**35 CANVASSING OF, AND RECOMMENDATIONS BY DIRECTORS**

- 35.1 Canvassing of the Chairman or Directors or of any committee of the Board directly or indirectly by or on behalf of any candidate for an appointment with the Scottish Ambulance Service shall disqualify the candidate for that appointment. This Standing Order shall be included in application forms used by the Board or otherwise brought to the attention of candidates.
- 35.2 The Chairman or a Director shall not solicit for any person, any appointment with the Special Health Board or recommend any person for such an appointment, but this paragraph shall not preclude the Chairman or a Director from giving a written reference concerning a candidate's ability, experience or character for submission to the Special Health Board.

**36 RELATIVES OF DIRECTORS, CONSULTANTS OR SENIOR MANAGERS**

- 36.1 Candidates making application for any appointment with the Special Health Board shall be required to disclose in writing whether, to their knowledge they are related to the Chairman or any Director, or other senior manager of the Special Health Board. Failure to disclose such a relationship shall disqualify a candidate and if he is appointed, shall render him liable to instant dismissal. The Chairman, every Director and every senior employee of the Special Health Board shall disclose to the Special Health Board any relationship between himself and a candidate of whose candidature he is aware. The Chief Executive or an employee of the Special Health Board nominated by him shall record any such disclosure in a register to be kept for the purpose which shall be open to inspection by the Chairman or any Director. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- 36.2 Where the relationship of a candidate to the Chairman or to a Director or senior employee of the Special Health Board is disclosed, the principles of Standing Order 18 headed "Interest of Directors in Contracts and Other Matters" shall apply.

**37 INTEREST OF STAFF IN CONTRACTS**

- 37.1 If it comes to the knowledge of an employee of the Special Health Board that a contract in which he, or any person related to him, has a direct or indirect pecuniary interest, he shall at once give notice of the fact in writing to his senior manager who shall inform the Chief Executive.
- 37.2 For the purpose of Standing Orders 41 and 43 persons shall be deemed to be related if they are covered by the definition given in Standing Order 18 paragraph 4.

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**PART VII: CUSTODY OF SEAL AND SEALING OF DOCUMENTS**

**38 CUSTODY OF SEAL**

- 38.1 The common seal of the Special Health Board shall be kept by the Finance Director in a secure place at the Special Health Board Headquarters.

**39 SEALING OF DOCUMENTS**

- 39.1 In circumstances where a document is required to be sealed, the seal shall be affixed by the Chief Executive or the Finance Director in the presence of another Director and the sealing shall be attested by them.
- 39.2 Sealing shall be reported to the Board at the meeting following the date of the sealing.

**40 REGISTER OF SEALINGS**

- 40.1 The Finance Director shall keep a register in which he or other duly authorised officers of the Special Health Board shall enter a record of the sealing of every document. Every such entry shall be signed by those present when the document is sealed. The entries in the register shall be consecutively numbered.
- 40.2 The register of sealings shall be made available for inspection by the Chairman or Directors at each properly convened meeting of the Special Health Board.

**41 EXECUTION OF DOCUMENTS**

- 41.1 For the purposes of any enactment or rule of law relating to the authentication of documents under the law of Scotland, dispositions and other formal deeds must be executed by the Board in one of the following manners, namely by:
- a. the Chairman of the Board and one of the Directors; or
  - b. a Director and one other person generally or specifically authorised to sign the document; or
  - c. two persons, not being Directors, authorised to sign the document on behalf of the Board.

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**PART VIII: SCHEME OF DELEGATION**

**42 DECISIONS RESERVED FOR THE BOARD**

- 42.1 The Board shall reserve certain decisions to itself and shall delegate all other decisions to the Directors. Any changes to the scheme of delegation shall be made with prior agreement of the Board. Subject to Standing Orders, decisions reserved for the Board are:
- a. the approval of the Local Delivery Plans, HEAT targets, Financial Plans and Annual Report;
  - b. the approval of Standing Orders including amendments and variations;
  - c. the approval of Standing Financial Instructions, including amendments and variations;
  - d. the establishment, terms of reference and reporting arrangements for all committees acting on behalf of the Board;
  - e. the approval of capital programme and business cases for submission to the Scottish Government - Health Directorate;
  - f. arrangements for the frequency and format of financial and performance reporting to the Board;
  - g. the adoption of the annual accounts of the Special Health Board;
  - h. the approval of bankers to the Special Health Board;
  - i. the appointment of the Chief Executive and Executive Directors;
  - j. arrangement for the audit of the Special Health Board's activities;
  - k. recommendations from all Committees where powers are not delegated:
  - l. investment policy for exchequer funds and discharge of trustee responsibilities in relation to exchequer funds;
  - m. such other matters deemed appropriate by the Board.
  - n. foreign visits for any purposes.

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**43 SCHEME OF DELEGATION**

- 43.1 The Standing Financial Instructions (SFIs) shall specify those areas where responsibility is delegated to Directors and officers of the Special Health Board. The SFIs shall include or require to be established a schedule showing a scheme of delegation, including the scope of delegation, the approval officers and those who may act in their place during their absence. This schedule shall be reviewed annually for approval by the Board.

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**PART IX: MISCELLANEOUS**

**44 SUSPENSION OF STANDING ORDERS**

- 44.1 Except where this would contravene any statutory provision or any Direction made by the Ministerial appointment, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the number of the Board are present.

**45 VARIATION AND AMENDMENT OF STANDING ORDERS**

- 45.1 These Standing Orders shall not be varied except upon a notice of proposal under Standing Order 9 and unless there are at least two-thirds of the whole number of the Board present and provided that any variation does not contravene a statutory provision or Direction made by the Ministerial appointment.

**46 STANDING ORDERS TO BE GIVEN TO THE CHAIRMAN, DIRECTORS AND OFFICERS**

- 46.1 The Chief Executive shall give a copy of the Standing Orders to the Chairman, each Director and appropriate officers.

**47 SIGNATURE OF DOCUMENTS**

- 47.1 Any document which shall be a necessary step in legal proceedings on behalf of the Special Health Board, shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive, or by any other officer of the Special Health Board duly authorised for this purpose.

**48 WRITING (SCOTLAND) ACT 1995**

- 48.1 In terms of the Requirements of Writing (Scotland) 1995, a gratuitous obligation in the course of business need not be constituted in writing. This means that the Board can be bound by a verbal undertaking given by an officer of the Board in the course of business. Officers of the Board shall therefore only make binding commitments in writing in accordance with the Scheme of Delegation.

**49 STANDING FINANCIAL INSTRUCTIONS**

- 49.1 Standing Financial Instructions adopted by the Special Health Board in accordance with the Financial Regulations and guidance from the Scottish Government - Health Directorate shall have effect as if incorporated in these Standing Orders and shall be reviewed regularly.

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**50 URGENT DECISIONS**

- 50.1 The Chairman may authorise urgent action in respect of a matter on behalf of the Special Health Board which would normally have been considered by the Special Health Board itself, and, where he does so, such action shall be reported to the next meeting of the Special Health Board.

**51 FINANCIAL LIMITS**

- 51.1 The Financial Limits laid down by the Special Health Board in respect of all contractual and financial arrangements shall be reviewed at least once a year.

**52 STATEMENTS ON BEHALF OF THE SPECIAL HEALTH BOARD**

- 52.1 Statements, including press statements, on behalf of the Special Health Board on policy matters shall be made only by the Chairman, Chief Executive or a senior officer duly authorised by the Chief Executive.

**53 STANDARDS OF BUSINESS CONDUCT**

- 53.1 The Board shall incorporate in its Staff Handbook, a code of business conduct, which shall include guidance issued from time to time by the Scottish Government - Health Directorate. The Board shall ensure that this is drawn to the attention of all staff and directly employed contractors.